

EXHIBIT D

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NewsRoom

10/13/06 CALGHERALD D9

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October 13, 2006

Section: Calgary Business

Digital sales lift Thomson SA

Thomson SA, the world's largest supplier of television set-top boxes, said third-quarter sales rose 8.3 per cent as demand for **digital** decoders rose.

Revenue for the three months through Sept. 30 rose to 1.42 billion euros (\$1.79 billion US), from 1.31 billion euros in the same period a year earlier, the Paris-based company said.

"Our operational programs are performing in line with our expectations and are also being expanded," chief executive Frank Dangeard said. Shares rose 3.8 per cent to 13.16 euros (\$16.50) on Euronext in Paris.

--- INDEX REFERENCES ---

COMPANY: DTS DISTRIBUIDORA DE TELEVISION DIGITAL SA; DIGITAL DOMAIN; DIGITAL CIRCUITS PVT LTD

INDUSTRY: (Electronics (1EL16); Consumer Electronics (1CO61); Cable Set Top Boxes (1CA79); Consumer Products & Services (1CO62); Telecom Consumer Equipment (1TE03))

REGION: (Europe (1EU83))

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EXHIBIT E

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CONFORMED SUBMISSION TYPE: SC 13D/A

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SUBJECT COMPANY:

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COMPANY CONFORMED NAME:

GEMSTAR INTERNATIONAL GROUP LTD

CENTRAL INDEX KEY:

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STANDARD INDUSTRIAL CLASSIFICATION:

HOUSEHOLD AUDIO & VIDEO EQUIPMENT [3651]

IRS NUMBER:

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FISCAL YEAR END:

0331

FILING VALUES:

FORM TYPE:

SC 13D/A

SEC ACT:

SEC FILE NUMBER:

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526192

BUSINESS ADDRESS:

STREET 1:

135 NORTH LOS ROBLES AVE

STREET 2:

STE 800

CITY:

PASADENA

STATE:

CA

ZIP:

91101

BUSINESS PHONE:

8187925700

MAIL ADDRESS:

STREET 1:

135 N LOS ROBLES AVE

STREET 2:

STE 800

CITY:

PASADENA

STATE:

CA

ZIP:

91101

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME:

THOMSON MULTIMEDIA

CENTRAL INDEX KEY:

0001080259

STANDARD INDUSTRIAL CLASSIFICATION:

HOUSEHOLD AUDIO & VIDEO EQUIPMENT [3651]

FILING VALUES:

FORM TYPE:

SC 13D/A

BUSINESS ADDRESS:

STREET 1:

46 QUAI A LE GALLO

STREET 2:

92100

CITY:

BOULOGNEFRANCE

STATE:

IO

MAIL ADDRESS:

STREET 1:

46 QUAI A LE GALLO

CITY:

BOULOGNE FRANCE

STATE:

IO

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

GEMSTAR INTERNATIONAL GROUP LIMITED
(Name of Issuer)

Ordinary Shares, par value \$.01 per share
(Title or Class of Securities)

G-3788-V106
(CUSIP Number)

Philippe Andrau
THOMSON multimedia S.A.
46 Quai A. LeGallo
92100 Boulogne

FRANCE
331-4126-5174

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 3, 1999
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ☐.

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<PAGE>

CUSIP No. G-3788-V106

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

THOMSON multimedia S.A.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☐
(b) ☒
3. SEC USE ONLY
4. SOURCE OF FUNDS

WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐
6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER.....None
8. SHARED VOTING POWER.....12,307,464
9. SOLE DISPOSITIVE POWER.....None
10. SHARED DISPOSITIVE POWER.....12,307,464

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,307,464

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES ☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
6.1%

14. TYPE OF REPORTING PERSON
CO

Page 2 of 22

<PAGE>

CUSIP No. G-3788-V106

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Thomson S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ☐
(b) ☒

3. SEC USE ONLY

4. SOURCE OF FUNDS
AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION
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6.1%

14. TYPE OF REPORTING PERSON
CO

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SCHEDULE 13D
AMENDMENT NO. 1

The following information updates and revises the material contained in the original Schedule 13D report, filed April 23, 1998 (the "Original 13D") by THOMSON multimedia S.A., a French societe anonyme (the "Company"), relating to the voting Ordinary Shares, par value \$.01 per share (the "Ordinary Shares"), of Gemstar International Group Limited, a British Virgin Islands corporation ("Gemstar").

Item 1. Security and Issuer.

This Schedule 13D relates to the Ordinary Shares of Gemstar, with principal executive offices located at 135 North Los Robles Avenue, Suite 800, Pasadena, California 91101.

Item 2. Identity and Background.

This Schedule 13D is being filed jointly by the Company and Thomson S.A., a French societe anonyme. The Company's principal business involves the manufacture and distribution of consumer electronics products. The Company is organized under the laws of France and has its principal executive offices at 46 Quai A. Le Gallo, 92100 Boulogne, France. The Company is a wholly-owned subsidiary of Thomson S.A.

Thomson S.A.'s principal executive offices are at 173 Boulevard Haussmann 75008 Paris, France. Thomson S.A. principally acts as a holding company for the French government. All of the outstanding shares of Thomson S.A. are owned by the French government.

Schedules A, B, C and D respectively, attached hereto and incorporated herein by reference, set forth the name, business address, present principal occupation or employment of the executive officers and directors of the Company and Thomson S.A. and the name, principal business and address of any company or organization in which such employment is carried on, and the citizenship of each director, executive officer and controlling person of the Company and Thomson S.A.

During the last five years, none of the Company, Thomson S.A. or any of the persons named on the attached Schedules A, B, C or D has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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Item 3. Sources and Amount of Funds or Other Consideration.

2,020,666 Ordinary Shares were acquired by the Company as a result of the merger of Starsight Telecast, Inc. ("Starsight"), in which the Company held shares, with a subsidiary of Gemstar on May 8, 1997 (the "Merger"). At the time of the Merger, the Company also held two warrants to purchase Starsight shares which were converted into warrants to purchase Ordinary Shares as a result of the Merger. Each warrant entitled the Company to purchase an additional 606,200 Ordinary Shares, the first at a purchase price of \$12.30 per share and the second at a purchase price of \$16.50 per share.

On February 12, 1998, the Company purchased 600,000 Ordinary Shares from Viacom International Inc. ("Viacom") at an aggregate price of \$19,200,000 (equal to \$32.00 per Ordinary Share) pursuant to a Letter Agreement dated February 7, 1998, between the Company and Viacom (the "Letter Agreement"). The purchase was consummated using the Company's general corporate funds.

Item 4. Purposes of Transaction.

The shares reported were acquired in connection with the Merger and the transaction described in Item 3 and are held for investment purposes.

On October 4, 1999, Gemstar, TV Guide, Inc., a Delaware corporation ("TV Guide"), and G Acquisition Subsidiary Corp., a Delaware corporation

("Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which upon consummation of the transactions contemplated therein, TV Guide will become a wholly owned subsidiary of Gemstar. Concurrently with the execution of the Merger Agreement, the Company entered into an agreement (the "Voting Agreement") pursuant to which the Company agreed to vote its shares in favor of the transactions contemplated by the Merger Agreement (including the issuance of Gemstar's Ordinary Shares in connection with the Merger and the redomestication of Gemstar from the British Virgin Islands to the State of Delaware) and against any inconsistent proposals or transactions. In addition, the Company granted an irrevocable proxy to certain officers of TV Guide and appointed such officers as its attorney-in-fact to vote all the shares beneficially owned by the Company in accordance with the provisions of the Voting Agreement. The Voting Agreement is attached hereto as Exhibit 99.1.

Although the Company may, from time to time, purchase and sell Ordinary Shares in public or private transactions, other than as described above and as contemplated by the Voting Agreement, neither the Company or Thomson S.A. has present plans or proposals which may relate to or would result in (a) the acquisition or disposition of additional securities of Gemstar; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Gemstar or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of Gemstar or any of its subsidiaries; (d) any change in the present Board of Directors or management of Gemstar, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board; (e) any material change in the present capitalization or dividend policy of Gemstar; (f) any other material change in Gemstar's business or corporate

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structure; (g) changes in Gemstar's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of Gemstar by any person; (h) causing a class of securities of Gemstar to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of Gemstar becoming eligible for termination of a registration pursuant to section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

The Company beneficially owns 12,307,464 Ordinary Shares, which represent approximately 6.1% of the Ordinary Shares of Gemstar outstanding on September 30, 1999, as reported on Gemstar's Form 10-Q report for the quarter ended as of September 30, 1999, with this number of Ordinary Shares outstanding adjusted for Gemstar's two-for-one stock split paid in December 1999. On January 30, 1998, the Company agreed to the cancellation of the first of the two warrants to purchase 606,200 Ordinary Shares in exchange for a payment from Gemstar of \$12,807,700 or \$21.13 per Ordinary Share. In January 1999, the Company exercised the remaining warrant for 606,200 Ordinary Shares, paying Gemstar \$10,002,300 or \$16.50 per Ordinary Share. In April and May of 1999, the Company sold Ordinary Shares of Gemstar in open market transactions on the New York Stock Exchange as follows:

Date of Sale	Number of Ordinary Shares Sold	Price per Ordinary Share
April 22, 1999	5,000	\$102.1250
April 23, 1999	45,000	100.6000
April 26, 1999	50,000	110.0000
April 27, 1999	25,000	120.5375
May 6, 1999	15,000	125.1000
May 12, 1999	10,000	125.0000

In April 1999, Gemstar's Board of Directors approved a two-for-one stock split in the form of a stock dividend which was paid in May 1999 to shareholders of record as of May 14, 1999.

In November 1999, Gemstar's Board of Directors approved a second two-for-one stock split in the form of a stock dividend which was paid in December 1999 to shareholders of record as of November 29, 1999.

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<PAGE>

The Company shares voting and investment power with respect to all shares reported with Thomson S.A. as the Company's majority shareholder. Thomson S.A., as the majority shareholder of the Company, may be deemed to be the beneficial owner of all of the Ordinary Shares owned by the Company.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Company entered into the Voting Agreement on October 3, 1999.

Item 7. Material to be Filed as Exhibits.

99.1 Voting Agreement dated October 3, 1999 between TV Guide, Inc. and THOMSON multimedia S.A. (The number of Ordinary Shares beneficially owned by the Company as stated on Schedule 1 to the Voting Agreement does not reflect the sale of 150,000 Ordinary Shares by the Company in April and May of 1999 or the two-for-one stock split paid in December 1999.)

99.2 Agreement relating to filing of joint statements as required by Rule 13d-1(k).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2000

THOMSON MULTIMEDIA S.A.

By: /s/ Jim Meyer
Jim Meyer
Senior Executive Vice
President

THOMSON S.A.

By: /s/ Patrice Maynial
Patrice Maynial
Corporate Secretary

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<PAGE>

SCHEDULE A
THOMSON MULTIMEDIA S.A.
EXECUTIVE OFFICERS

<TABLE>
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NAME	BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT (Reported positions are with THOMSON multimedia S.A.)	CITIZENSHIP
<S>	<C>	<C>	<C>
Thierry Breton	46 Quai A. LeGallo 92100 Boulogne France	Chairman of the Board and Chief Executive Officer	French
Patrice Maynial	46 Quai A. LeGallo 92100 Boulogne France	Senior Vice President, Corporate Secretary and Legal Counsel	French
Olivier Mallet	46 Quai A. LeGallo 92100 Boulogne France	Senior Vice President of Finance	French
Olivier Barberot	46 Quai A. LeGallo 92100 Boulogne France	Senior Vice President of Human Resources	French
Herve Hannebicque	46 Quai A. LeGallo 92100 Boulogne France	Senior Vice President of Entrepreneurship	French
Christophe Ripert	46 Quai A. LeGallo 92100 Boulogne France	Senior Executive Vice President of SBU Europe	French
Jim Meyer	10330 N. Meridian St. Indianapolis, IN USA	Senior Executive Vice President of SBUs Americas, Multimedia Products and New Media Services	American
Alain Carlotti	1000 Toa Payoh North Singapore 31899	Executive Vice President of SBU Asia	French

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<PAGE>

Al Arras	10330 N. Meridian St. Indianapolis, IN USA	Executive Vice President of SBU Audio and Communications	American
Gilles Taldu	46 Quai A. LeGallo 92100 Boulogne France	Executive Vice President of SBU Displays and Key Components	French
John Neville	46 Quai A. LeGallo 92100 Boulogne France	Intellectual Property Coordination (Senior Executive Vice President)	American
Charles Dehelly	46 Quai A. LeGallo 92100 Boulogne France	Senior Executive Vice President of Operations Coordination	French
Frank Dangeard	46 Quai A. LeGallo 92100 Boulogne France	Senior Executive Vice President of Corporate Coordination	French
Michael O'Hara	10330 N. Meridian St. Indianapolis, IN USA	Senior Vice President of SBU Americas	American
Enrique Rodriguez	10330 N. Meridian St. Indianapolis, IN USA	Vice President of SBU Multimedia Products	Mexican

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SCHEDULE B
THOMSON MULTIMEDIA S.A.
DIRECTORS

<TABLE>
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NAME	BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	CITIZENSHIP
<S>	<C>	<C>	<C>
Thierry Breton	46 Quai A. LeGallo 92100 Boulogne France	Chairman of the Board and Chief Executive Officer of THOMSON multimedia S.A.	French
Emmanuel Caquot	Le Bervil - 12 rue Villiot Digitip 3 75572 Paris Cedex 12 France	Section Head, French Department of Industry	French
Jacques-Louis Lions	3, rue d'Anjou 75008 Paris France	Professor Emeritus at College de France	French
Stephane Pallez	139 rue de Berry - Teledoc 227 75231 Paris Cedex 05 France	Deputy Director, French Department of Treasury	French
Marcel Roulet	11, rue d'Anjou 75008 Paris France	Former Chairman and CEO of Thomson S.A., Former Chairman and CEO of France Telecom	French
Frank Dangeard	46 Quai A. LeGallo 92100 Boulogne France	Senior Executive Vice President of THOMSON multimedia S.A., Senior Executive Vice President of Thomson S.A.	French
Pierre Cabanes	173, Bd Haussmann 75008 Paris France	Senior Executive Vice President of Thomson S.A.	French

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<PAGE>

Jacques Dunogue	54 rue de la Boelie 75008 Paris France	Secretary General, Alcatel S.A.	French
Eddy W. Hartenstein	2230 East Imperial Highway El Segundo, CA 90245 USA	Corporate Senior Vice President of Hughes Electronics Corporation, President of DIRECTV	American
Bernard Vergnes	92977 Paris Le Defense Cedex, France	Chairman of Microsoft, Europe	French

Iwao Shinohara	7-1, Shiba 5-Chome Minato-Ku Tokyo 108- 01 - Japan	Senior Vice President of NEC Corporation	Japanese
Gerard Meymarian	46 Quai A. LeGallo 92100 Boulogne France	General Manager, Europe TV Profit Center, THOMSON multimedia S.A.	French
Jean de Rotalier	46 Quai A. LeGallo 92100 Boulogne France	Sales Planning Manager of THOMSON multimedia S.A.	French
Catherine Cavallari	46 Quai A. LeGallo 92100 Boulogne France	Financial Controller of THOMSON multimedia S.A.	French

</TABLE>

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SCHEDULE C
THOMSON S.A.
EXECUTIVE OFFICERS

<TABLE>
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NAME	BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	CITIZENSHIP
<S> Thierry Breton	<C> 173 Boulevard Haussmann, 75008 Paris, France	<C> Chairman and Chief Executive Officer of Thomson S.A.	<C> French
Pierre Cabanes	173 Boulevard Haussmann, 75008 Paris, France	Senior Executive Vice President of Thomson S.A.	French
Frank Dangeard	46 Quai A. LeGallo 92100 Boulogne France	Senior Executive Vice President of Thomson S.A.	French
Patrice Maynial	46 Quai A. LeGallo 92100 Boulogne France	Corporate Secretary of Thomson S.A.	French

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SCHEDULE D
THOMSON S.A.
DIRECTORS

<TABLE>
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NAME	BUSINESS ADDRESS	PRINCIPAL OCCUPATION OR EMPLOYMENT	CITIZENSHIP
<S> Thierry Breton	<C> 46 Quai A. LeGallo 92100 Boulogne France	<C> Chairman of the Board and Chief Executive Officer of THOMSON multimedia S.A.	<C> French

Jean-Paul Gillyboeuf	26, Bd. Victor 00460 Paris Armees France	Adjoint au Delegee General pour l'Armement Delegation Generale pour l'Armement (French government)	French
Jean-Pierre Noblanc	31/33 rue de la Federation 75752 Paris, Cedex 15 France	Directeur aupres du President de CEA Industrie, charge des Composants President du Conseil de Surveillance de SGS- THOMSON (Semiconductor company)	French
Paul Hamon	17, Boulevard Gaston- Birge BP 826 49808 Angers Cedex France	Operateur for Thomson Television Angers, a subsidiary of Thomson S.A.	French
Serge Bourget	17, Boulevard Gaston- Birge BP 826 49808 Angers Cedex France	Analyste programmer, Thomson Television Angers, a subsidiary of Thomson S.A.	French

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<PAGE>

M. Didier Bureau	Le Bervil - 12 rue Villiot DIGITIP 3 75572 Paris Cedex 12 France	Ministere De L'Economie, Des Finances Et De L'Industrie - Secretariat A L'Industrie (French Government)	French
M. Michel Colin	16, avenue de Saint- Cloud 78018 Versailles Cedex France	Tresoner Payeur General des Yvelines Tresorerie Generale Des Yvelnes (French Government)	French
M. Jerome Haas	139 rue de Bercy - Teledoc 227 75572 Paris Cedex 12 France	Sous-Directeur au Service des Participations a la Direction du Tresor Ministere De L'Economie, Des Finances Et De L'Industrie (French Government)	French
M. Guy de Monchy	139 rue de Berch - Teledoc 653 75572 Paris Cedex 12 France	Chef de Service Direction de la Prevision Ministere De L'Economie, Des Finances Et De L'Industrie (French Government)	French
M. Marc Tessier	7 Esplanada Henri de France 75907 Paris Cedex 165 France	President de FRANCE Television (television broadcasting company)	French
M. Thierry Aulagnon	2 rue Pilet-Will 75009 Paris France	Directeur General du G.A.N. Direction Generale Delegee Finances et Logistique	French
M. Bernard Larrouturou	Domaine de Voluceau Rocquencourt - BP 105 78153 Le Chesnay Cedex, France	President Directeur General de INRIA (French Government)	French

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<PAGE>

M. Guy de Panafieu	Bureau 59A64 - 68 route de Versailles BP 434 78434 Louveciennes Cedex, France	President Directeur General du Groupe BULL (computer equipment and information services company)	French
M Ervin Rosenberg	Direction des Grandes Entreprises 2 rue Laffitte 75450 Paris Cedex 09	Membre du Cornite de Direction Generale de la B.N.P. (financial institution)	French
M. Jean-Marie Duboc	46, Quai Alphonse Le Gallo 92100 Boulogne France	Representant des salaries Thomson Multimedia S.A.	French
M. Alain Rocoplan	Route de Dole 21110 Genlis France	Representant des salaries Thomson Tubes & Display	French
M. Gilles Bujot	Rue Du Gatinais BP 3 77167 Bagneaux Sur Long France	Representant des salaries Thomson Videoglass	French
M. Berirand Le Menestrel	14 rue Saint-Dominque 00450 Paris Armees France	Controleur General des Armees Groupe de Controle des Services et des Industries d'Armement (French Government)	French
M. Thierry Colin	Tour Franatome Cedex 16 92084 Paris La Defense France	Commissaire aux Comptes titulaire Cabinet Mazars & Guerard (French Government)	French
M. Christian Chiarasini	41 rue Ybry 92576 Neuilly Sur Seine Cedex, France	Commissaire aux Comptes titulaire Cabinet Barbier Frinault & Autres (French Government)	French

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<PAGE>

M. Patrick de Cambourg	Tour Framatome Cedex 16 92084 Paris La Defense France	Commissaire aux Comptes suppleant Cabinet Mazars & Guerard (French Government)	French
M. Alain Grosmanh	41, rue Ybry 92576 Neuilly Sur Seine Cedex, France	Commissaire aux Comptes suppleant Cabinet Barbier Frinault & Autres (French Government)	French

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Exhibit 99.1

October 3, 1999

TV Guide, Inc.
7140 S. Lewis Avenue
Tulsa, Oklahoma 74136-5422

Re: Agreement of Principal Stockholder Concerning Transfer and
Voting of Shares of Gemstar International Group Limited

The undersigned understands that TV Guide, Inc., A Delaware corporation ("TV Guide"), and Gemstar International Group Limited, a British Virgin Islands corporation ("Gemstar"), of which the undersigned is a stockholder, are prepared to enter into an agreement for the merger (the "Merger") of G Acquisition Subsidiary Corp., a Delaware corporation ("Sub"), into TV Guide, but that TV Guide has conditioned its willingness to proceed with such agreement (the "Merger Agreement") upon receipt from the undersigned of assurances satisfactory to TV Guide of the undersigned's support of and commitment to the Merger. In order to evidence such commitment and to induce TV Guide to enter into the Merger Agreement, the undersigned hereby represents and warrants to TV Guide and agrees with TV Guide as follows:

1. Voting. The undersigned will vote or cause to be voted at any meeting of the stockholders of Gemstar and in any action by consent by the stockholders of Gemstar all shares of capital stock of Gemstar owned of record or beneficially owned or held in any capacity by the undersigned or under the control of the undersigned in favor of the Merger and the issuance of the Parent Common Stock in connection with the Merger and other transactions provided for in or contemplated by the Merger Agreement (including the domestication of Gemstar from the British Virgin Islands to the State of Delaware), and against any inconsistent proposals or transactions.

2. Ownership. As of the date hereof, Schedule 1 hereto sets forth the shares of Parent Common Stock owned by the undersigned of record or beneficially, including shares issuable upon the exercise or conversion of options or convertible securities of Gemstar (collectively, the "Shares").

3. No Ownership Interest. Except as set forth in Section 1, nothing contained in this Voting Agreement shall be deemed to vest in anyone other than the undersigned any direct or indirect ownership or incidents of ownership of or with respect to any Shares. All rights, ownership and economic benefits of and relating to the Shares shall remain and belong to the undersigned, and no one shall have any authority to manage, direct, restrict, regulate, govern, or administer any of the policies or operations of Gemstar or exercise any power or authority to direct the voting of any of the Shares as a result of this Voting Agreement, except to the extent otherwise expressly provided herein.

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4. Restrictions on Transfer. During the period from the date of the Merger Agreement and continuing until the earlier of (i) September 30, 2000; (ii) the termination of the Merger Agreement pursuant to its terms; or (iii) the Effective Time (as defined in the Merger Agreement), the undersigned will not sell, transfer, pledge or otherwise dispose of any of the Shares or any interest therein or agree to sell, transfer, pledge or otherwise dispose of any of the Shares or any interest therein, without your express written consent, unless the transferee of the Shares agrees in writing to be bound by the terms of this Voting Agreement; provided, however, that (x) the undersigned may, without your consent, sell up to 15% of the Shares owned, in the aggregate, by the undersigned, and (y) the undersigned may pledge the Shares to secure bona fide indebtedness or bona fide monetization transactions or to secure the obligations of a person in connection with derivative transactions and settlement

obligations thereunder (including, without limitation, puts, calls, collars, swaps, etc.) with respect to the Shares of Common Stock, provided that the terms of such derivative transaction permit cash settlement of a party's obligations thereunder and do not restrict our obligations to vote their pledged Shares in accordance with Section 1 hereof. The provisions of Section 5 of this Agreement shall not apply to Shares disposed of under clause (x) of the preceding sentence of this Section 4.

5. Grant of Irrevocable Proxy; Appointment of Proxy.

(a) The undersigned hereby irrevocably grants to, and appoints, Peter Boylan and Joe Kiener, in their respective capacities as officers of the TV Guide, any individual who hereafter shall succeed to any such office of TV Guide, and each of them individually, the undersigned's proxy and attorney-in-fact (with full power of substitution), for and in the undersigned's name, place and stead, to vote the Shares, or grant a consent or approval in respect of such Shares, in accordance with our covenants in Section 1 hereof.

(b) The undersigned represents that any proxies heretofore given in respect of the Shares are not irrevocable, and that all such proxies are hereby revoked.

(c) The undersigned hereby affirms that the irrevocable proxy set forth in this Section 5 is given in connection with the execution of the Merger Agreement, and that such irrevocable proxy is given to secure the performance of the undersigned's duties under this Agreement. The undersigned hereby further affirms that the irrevocable proxy is coupled with an interest and may under no circumstances be revoked. The undersigned hereby ratifies and confirms all that such irrevocable proxy may lawfully do or cause to be done by virtue hereof.

6. Termination. This letter agreement and the undersigned's obligations hereunder will terminate upon the earlier to occur of (i) the Effective Time as defined in the Merger Agreement; (ii) the date on which the Merger Agreement is terminated; or (iii) September 30, 2000.

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7. Effective Date; Succession; Remedies. Upon your acceptance and execution of the Agreement, this letter agreement shall mutually bind and benefit you and the undersigned, any of the undersigned's heirs, successors and assigns any of your successors. You will not assign the benefit of this letter agreement other than to a wholly owned subsidiary. The undersigned agrees that in light of the inadequacy of damages as a remedy, specific performances shall be available to you, in addition to any other remedies you may have for the violation of this letter agreement.

8. Nature of Holdings; Shares. All references herein to our holdings of the Shares shall be deemed to include Shares held or controlled by any of us, individually, jointly (as community property or otherwise), or in any capacity, and shall extend to any securities issued to any of us in respect of the Shares.

9. Defined Terms. All capitalized terms used herein shall have the meaning ascribed to such term in the Merger Agreement, unless otherwise defined herein.

10. Specific Performance. The parties hereto agree that irreparable damage would occur in the event any provision of this Agreement was not performed in accordance with the terms hereof and that the parties shall be entitled to specific performance of the terms hereof, in addition to any other remedy at law or equity.

Very truly yours,

Principal Stockholder

THOMSON multimedia S.A.

By: /s/ J.E. Meyer

Name: J.E. Meyer

Its: Senior Executive
Vice President

ACCEPTED:
TV GUIDE, INC.

By: /s/ Peter C. Boylan III
Name: Peter C. Boylan III
Its: President

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Schedule 1

Beneficial Owner	Ordinary Shares Owned
-----	-----
THOMSON multimedia S.A.	6,453,732

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<SEQUENCE>3
<DESCRIPTION>EXHIBIT 99.2
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EXHIBIT 99.2

AGREEMENT

Each of the undersigned persons hereby agrees that any statement on Schedule 13D, including any amendments thereto, filed by any of such persons with the Securities and Exchange Commission pursuant to Section 13(d) under the Securities Exchange Act of 1934, as amended, in respect of the beneficial ownership of equity securities of Gemstar International Group Limited. shall be deemed to be filed on behalf of each of such persons.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto effective on the 7th day of February, 2000.

THOMSON S.A.

By:/s/Patrice Maynial
Patrice Maynial
Corporate Secretary

THOMSON MULTIMEDIA S.A.

By:/s/ Jim Meyer
Jim Meyer
Senior Executive Vice
President

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-----END PRIVACY-ENHANCED MESSAGE-----

EXHIBIT F

As filed with the Securities and Exchange Commission on June 30, 1999

SECURITIES AND EXCHANGE COMMISSION
 Washington D.C. 20549
**FORM 20-F**

(Mark One)

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934
- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended: **December 31, 1998**
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 0-30032

 PROCESSED BY
 JUL 06 1999
THOMSON multimedia

(Exact name of Registrant as specified in its charter)

France

(Jurisdiction of incorporation or organization)

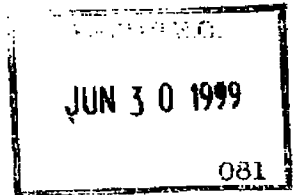
 PRIMARK
 CORPORATION

46, quai A. Le Gallo

92100 Boulogne

33 (1) 41-86-50-00

(Address of principal executive offices)



Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registeredName of each exchange on which each class is to be registered

Common Stock, nominal value Euro 15.24 per share.

N/A

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

Common Stock, nominal value Euro 15.24 per share: 45,948,122

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes ☒No ☐

Indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17 ☐Item 18 ☒

INTRODUCTION

In this Annual Report on Form 20-F, "THOMSON multimedia" means THOMSON multimedia S.A., without its subsidiaries. The terms "we", "our", "us", the "Company", the "Group" and the "THOMSON multimedia group" mean THOMSON multimedia S.A. together with its consolidated subsidiaries.

The Company's financial statements that form part of this Annual Report on Form 20-F are presented in French francs and are prepared in accordance with French generally accepted accounting principles (French GAAP), which differ in certain material respects from U.S. generally accepted accounting principles (US GAAP). For a discussion of the principal differences between French GAAP and US GAAP as they relate to the THOMSON multimedia group, see Notes 28 and 29 to the consolidated financial statements.

This Annual Report contains statements regarding the market share and market position of the THOMSON multimedia group and its products and businesses. This market information is based on the Company's internal estimates. These estimates have been derived from publicly available statistics, information published by competitors and internal sources.

The Company is a *société anonyme* organized under the laws of France. Its principal executive offices are located at 46 quai A. Le Gallo, 92100 Boulogne, France and its telephone number is 33 (1) 41 86 50 00.

EXCHANGE RATE INFORMATION

Prior to January 1, 1999, the French franc was a part of the European Monetary System exchange rate mechanism. Within the EMS, exchange rates fluctuated within permitted margins, fixed by central bank intervention. Under the provisions of the Treaty on European Union, a single European currency, the euro, superseded the EMS on January 1, 1999. The following 11 Member States have adopted the euro: Austria, Belgium, Finland, France, Germany, Ireland, Italy, Luxembourg, The Netherlands, Portugal and Spain. The rate of conversion for the French franc was fixed on December 31, 1998 at FF 6.55957 per euro.

Approximately 30% of the THOMSON multimedia group's 1998 net sales were denominated in French francs and in other currencies that were part of the EMS and which are being replaced by the euro. While the THOMSON multimedia group believes that the introduction of the euro will eliminate exchange rate risks in respect of the currencies of those member states that have adopted the euro, there can be no assurance as to the relative strength of the euro against other currencies.

For the convenience of the reader, this Annual Report contains translations of certain French franc amounts into U.S. dollars at specified rates. This does not mean that we actually converted these amounts into U.S. dollars. Unless otherwise stated, the translations of French francs into U.S. dollars have been made at the noon buying rate in New York City for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York (the "Noon Buying Rate") of FF 6.3267 per \$1.00 on June 18, 1999. At December 31, 1998, the Noon Buying Rate was FF 5.5870 per \$ 1.00.

The following table sets out, for the periods and dates indicated, certain information concerning the French franc/U.S. dollar exchange rate for 1995 through 1998 based on the Noon Buying Rate expressed in French francs per \$1.00 and, for 1999, the euro/U.S. dollar exchange rate based on the Noon Buying Rate expressed in euro per \$1.00. Such rates are provided solely for the convenience of the reader and are not necessarily the rates used by the THOMSON multimedia group in the preparation of its consolidated financial statements. No representation is made that the French franc or the euro could have been converted into U.S. dollars at the rate shown or at any other rate for such periods or at such dates.

Year	Period End	Average rate (€)	High	Low
Euro/U.S. dollar				
1999 (through June 18, 1999)	0.96	0.92	0.97	0.85
French franc/U.S. dollar				
1999 (through June 18, 1999)	FF 6.33	FF 6.01	FF 6.37	FF 5.55
1998	FF 5.59	FF 5.90	FF 6.21	FF 5.39
1997	6.02	5.85	6.35	5.19
1996	5.19	5.12	5.29	4.90
1995	4.90	4.96	5.39	4.78

PART I

ITEM 1 : DESCRIPTION OF BUSINESS

General

With sales of FF 37,039 million in 1998 and approximately 46,000 employees in over 30 countries, we believe that we are the fourth largest global supplier of audiovisual products. We have four Activities : Displays and Components, Consumer Products, New Media and Services, Patents and Licensing. Within these activities, we develop, manufacture and sell television displays and components, consumer products such as televisions, video cassette recorders, DVD players, digital decoders, audio and communications products and professional broadcasting equipment.

The following table sets forth annual net sales in 1998, 1997 and 1996 for our principal lines of products and services.

Net Sales by principal product lines

	Year ended December 31,					
	(in FF millions except percentages)					
	1998	%	1997	%	1996	%
Displays and components....	7,548	20.4	8,082	21.2	6,245	16.6
Television.....	13,971	37.7	14,242	37.4	14,250	37.9
Video.....	4,292	11.6	4,982	13.1	5,286	14.0
Accessories and after sales ..	1,635	4.4	1,401	3.7	1,295	3.4
Audio.....	2,668	7.2	2,735	7.2	2,685	7.1
Communication.....	2,361	6.4	2,570	6.7	2,165	5.8
Decoders and DVD.....	3,134	8.6	2,686	7.1	4,372	11.6
Professional equipment.....	949	2.5	848	2.2	765	2.0
Licensing.....	439	1.2	438	1.2	465	1.3
Others.....	42	0.1	91	0.2	122	0.3
Total.....	<u>37,039</u>	100%	<u>38,075</u>	100%	<u>37,650</u>	100%

Our most important markets are North America and Europe. Approximately two thirds of our revenues are derived from sales in North America. We are one of the leading providers of audiovisual products in the U.S., where we market most of our products under the RCA, ProScan and GE brand names. We have a strong market presence in Europe, where our products are marketed under the Thomson, Saba, Telefunken, Brandt and Ferguson brand names. We plan to continue to develop our growing presence in selected emerging markets in Latin America, Eastern Europe and Asia.

Organization

The THOMSON multimedia group has recently reorganized its business Activities and now operates them through four groups. These four groups are referred to as our "Activities" :

1. Displays and Components;
2. Consumer Products. This Activity includes products such as television, video, audio, communications, accessories and digital products;

The above two Activities represent our traditional core businesses. In addition to these two Activities, we have recently focused on newer services and intellectual property Activities;

3. New Media and Services. This Activity has recently emerged in response to the convergence of consumer electronics, telecommunications and personal computers;

We believe that alliances with the Corporate Investors will strengthen our consumer products manufacturing operations by incorporating new technologies in our component activities and interactive television applications. We note, however, that these alliances remain in large part preliminary in nature, with numerous details and agreements to be completed before these will contribute significantly to THOMSON multimedia's operating results.

Other Key Partners

Gemstar. We own approximately 5% of the outstanding equity of Gemstar International Group Ltd., a leader in electronic program guides (EPGs) for televisions. As more programs become available through analog and digital TV, EPG services offer increased convenience to viewers. Gemstar's EPG features one-button tuning and recording, which enables the viewer to record or tune into any program highlighted on the program guide at the touch of a button.

Hitachi. We are working with Hitachi on the development of high definition projection televisions that will be marketed independently under each company's respective brands. Hitachi will provide advanced large screen displays for the projection receivers and we will be responsible for digital technology that includes reception and decoding devices.

Description of Business by Activity

The following table sets forth the net sales of each Activity for the years ended December 31, 1998, 1997 and 1996.

Net sales by Activity

<i>Activities (1)</i>	Year ended December 31, (in FF million)		
	<i>1998</i>	<i>1997</i>	<i>1996</i>
Displays and Components	7,548	8,082	6,245
Consumer Products	29,010	29,464	30,818
Patents and Licensing (2)	439	438	465
Total (3)	36,997	37,984	37,528

(1) Does not include "New Media and Services" which was formed in 1999.

(2) Prior to RCA TL assumption on January 1, 1999

(3) Does not include other activities, which represented FF 42 million, FF 91 million and FF 122 million in 1998, 1997 and 1996 respectively

Displays and Components

Our Displays and Components Activity generated external sales of FF 7,548 million in 1998, representing 20 % of our total net sales of the year. Our Displays and Components Activity includes the production of tubes for direct view screens, other display devices, optical components and television and video components. Our principal competitors are Matsushita, Philips and Samsung.

Television Tubes for Direct View Displays. Television tubes represent the most important part of our component manufacturing operations. The production of tubes represents 89% of our Displays and Components Activity. We produce 15.0 million tubes per year. Approximately 60% of our tubes are sold to outside manufacturers. Consolidated net sales of tubes to outside manufacturers totaled FF 6,694 million in 1998. Although the television tube market is relatively mature, we believe that there continues to be strong growth opportunity in higher-end tube sales.

We are one of the leading global manufacturers of color picture tubes for display panels larger than 21 inches, with a worldwide market share estimated at more than 20%. Large tubes constitute the fastest growing segment of the tube market, and we prioritize the production of larger tubes for higher-end televisions. Our production of large and very large screens tubes represents 66% of our overall tube production in 1998.

Moreover, we expect that the expanding market for digital televisions should positively impact our revenues. Color tubes currently can receive both analog and digital signals. However, only certain types of tubes can deliver the high definition picture quality of digital reception. For example, digital television is expected to increase the demand for large 16 x 9 format television tubes. Since part of our product mix improvement strategy has been to focus on production of large format tubes, we believe we are well positioned to benefit from the growth in demand for digital television.

and common shares acquired by the THOMSON multimedia group will be held in escrow and released in stages as the THOMSON multimedia group makes its funding contributions to the joint marketing program.

Radio Shack

In May, 1999, the THOMSON multimedia group entered in an agreement with the RadioShack Division of Tandy Corporation under which the full line of RCA branded consumer electronics products will become the exclusive non-Radio Shack brand of consumer electronic products sold at retail by Tandy Corporation's 5,000 company-owned RadioShack stores and many of its 2,000 independently-owned retail outlets in the United States. Tandy intends to begin remodeling its RadioShack stores in January, 2000 in order to launch the introduction of its "RCA Digital Entertainment Centers" in at least 4,000 retail stores by May 1, 2000. The THOMSON multimedia group will share in the cost of remodeling the interior of the RadioShack retail outlets.

Foshan

In 1998, THOMSON multimedia signed a letter of intent with the city of Foshan, China, to run a jointly owned tube production facility. The principles of the license were agreed in October 1998 and a company was created in March 1999. The new facility, when fully operational, should provide us with a low cost production base from which we will expand our sales in the Chinese market as well in the rest of Asia. We believe that China has the potential to be one of the largest markets for TV manufacturing in the next five years. China has been for many years the largest export market of THOMSON multimedia for tubes, the group having a particularly strong position in the market for very large screens.

New credit facility

In June 1999, THOMSON multimedia entered into a \$350 million committed credit facility with a consortium of international banks. The facility consists of a \$175 million tranche with a maturity of 364 days and a \$175 million tranche with a maturity of 3 years. The facility is intended to replace committed credit lines covering THOMSON multimedia's financing needs which are currently in place in the name of Thomson S.A. and which mature in July 1999.

Restructuring, Re-engineering and Cost Reduction Initiatives

We have launched two major restructuring and re-engineering programs and one comprehensive cost reduction program since the end of 1996. The implementation of our restructuring and re-engineering initiatives has led to a significant increase in our restructuring provisions. In accordance with French GAAP, our policy is to create provisions for restructuring costs when restructuring measures have been finalized and approved by management. This approach differs from the principles applicable to the creation of restructuring provisions under U.S. GAAP. For a further discussion of these differences as they relate to restructuring provisions, please see "— Treatment of Restructuring Provisions under French GAAP and U.S. GAAP".

The 1996 Industrial Restructuring Plan

The industrial restructuring plan focuses on reducing manufacturing costs and making our production facilities more efficient. As part of these initiatives, we have:

- acquired new manufacturing technology;
- reorganized the layout of certain plants;
- closed older, less efficient plants; and
- opened new plants with more advanced production technology in strategic locations.

In 1996, we recorded a provision of FF 1,295 million under French GAAP for the implementation of the industrial restructuring plan. This provision was primarily composed of the following three projects:

overseeing the Group's strategy, compensation and internal auditing. The membership of these committees is indicated below.

Name	Principal Occupation or Employment	Year Initially Appointed to Board	Strategic Committee	Audit Committee	Compensation Committee
Thierry Breton	Chairman and CEO, THOMSON multimedia S.A. Chairman, Thomson S.A.	March 1997	Chairman		
Emmanuel Caquot	Section head Department of Industry	March 1999	Member		
Jacques-Louis Lions	Professor emeritus at <i>College de France</i>	March 1999	Member		
Didier Lombard	Ambassador at-large assigned to international investments	March 1999	Member		
Stéphane Pallez	Deputy Director, Department of Treasury	March 1999		Chairman	
Marcel Roulet	Former Chairman and CEO Thomson S.A. and France Telecom	February 1999		Member	Chairman
Frank Dangeard	Senior Executive Vice President, Thomson S.A. Senior Executive Vice President, THOMSON multimedia S.A.	March 1999		Member	
Pierre Cabanes	Senior Executive Vice President, Thomson S.A.	June 1988			Member
Jacques Dunogué	Executive Vice President, Alcatel Telecom	March 1999	Member	Member	
Eddy W. Hartenstein	Corporate Senior Vice President, Hughes Electronics Corporation President of DirecTV	March 1999	Member		Member
Bernard Vergnes	Chairman, Microsoft Europe	March 1999	Member		Member
Masami Shinozaki	Executive Vice President, NEC Corporation	March 1999	Member	Member	
Gerard Meymarian	General Manager, Europe, Sourcing, Thomson multimedia S.A.	October 1994			
Jean de Rotalier	Sales Planning Manager, THOMSON multimedia S.A.	October 1994			

Executive Committee

Under French law and THOMSON multimedia's *status*, the Chairman of the Board and Chief Executive Officer has the full authority to manage the affairs of the THOMSON multimedia group and has broad powers to act on behalf of the Group within its corporate purpose and to represent the Group in dealings with third parties, subject only to the powers expressly reserved to its Board of Directors or its shareholders by law, by THOMSON multimedia's *statutes*, by decision of the Board of Directors or by decision of the shareholders.

The table below sets out the names of the principal executive officers of the THOMSON multimedia group and their current responsibilities within the THOMSON multimedia group.

Name	Responsibility	Year Initially Appointed to Executive Office at the Thomson multimedia group
<i>Senior Executive Committee Members</i>		
Thierry Breton.....	Chairman and CEO	March 1997
Frank Dangeard.....	Senior Executive Vice President	July 1997
Charles Dehelly.....	Senior Executive Vice-President	March 1998
John Neville.....	Senior Executive Vice-President	January 1993
Jim Meyer.....	Chief Operating Officer of TCE Inc., Executive Vice-President, SBUs Americas, Digital and Multimedia, New Media and Services	December 1996 July 1997
Christophe Ripert.....	Senior Executive Vice-President, SBU Europe	July 1997
<i>Other Executive Committee Members</i>		
Al Arras.....	Executive Vice-President, SBU Audio/Comm	July 1997
Olivier Barberot.....	Senior Vice-President, Human Resources	July 1997
Alain Carlotti.....	Executive Vice-President, SBU Asia	January 1998
Hervé Hannebique.....	Senior Vice-President, Entrepreneurship	April 1997
Olivier Mallet.....	Senior Vice-President, Finance	November 1995
Patrice Maynial.....	Senior Vice-President, Company Secretary and Legal Counsel	July 1997
Gilles Taldu.....	Executive Vice-President, SBU Displays and Components	February 1997